

1 describe the nature and extent of your contacts with any
2 attorneys at Brown, Finn & Nietert?

3 A Between when and when?

4 Q The filing of the Norwell application, which was
5 filed by Mr. Kravetz in July of 1991, and October of 1992,
6 when you retained Brown, Finn & Nietert to assist in the
7 amendment of the Dallas assignment application.

8 A I, frankly, don't recall.

9 Q Did they represent the Norwell station after you
10 acquired it?

11 A During that time period you're talking?

12 Q The transfer application pursuant to which you
13 acquired control of WHRC in Norwell was filed in July of
14 1991. It was granted at some point thereafter. And you
15 acquired control of WHRC, correct?

16 A Yes. Yes.

17 Q When you acquired control of WHRC, was Brown, Finn
18 & Nietert your communications counsel with respect to that
19 station?

20 A I don't believe so.

21 Q Was Brown, Finn & Nietert your communications
22 counsel for any projects of any sort between the Norwell
23 application and the October amendment of the Dallas
24 application?

25 A I don't believe so.

1 Q Go back to the Wadlow letter, which is Adams 58.
2 Can you tell me, to the best of your recollection, how this
3 letter came to be created?

4 JUDGE SIPPEL: Do you want to take a look at it?
5 That's at tab 58.

6 THE WITNESS: I've got it.
7 How it came to be created?

8 MR. COLE: Yes.

9 THE WITNESS: I'm sure I had a discussion with Mr.
10 Wadlow. He gave me his opinion, and I asked him for his
11 opinion in writing.

12 BY MR. COLE:

13 Q Why did you ask him --

14 JUDGE SIPPEL: Sorry. Did you say he was talking
15 to you and something he said to you promoted him to ask him
16 to put it in writing?

17 THE WITNESS: No. No. I'm sorry. Let me go back
18 over.

19 JUDGE SIPPEL: Try and think of exactly what
20 happened. Who picked up the phone and started talking to
21 who first?

22 THE WITNESS: Let me go back here.

23 JUDGE SIPPEL: Do you want to look at your
24 testimony?

25 THE WITNESS: Yeah, I'd like to just in terms

1 of --

2 JUDGE SIPPEL: All right, let's go off the record
3 so he can look at his testimony.

4 (Pause off the record.)

5 THE WITNESS: If I remember right in this, this
6 time frame rather fits with it as well, the -- coming out of
7 bankruptcy in Reading, Pennsylvania was a very detailed and
8 involved process which included asking the bank to take a
9 substantial reduction in what they were owed from what they
10 were owed prior to the bankruptcy.

11 And I believe we were involved in financial
12 negotiations not only with the bank but several other
13 parties, and I believe that we were discussing these issues
14 along the same lines in terms of that application, which let
15 me take a look.

16 I'm trying to remember the exact purpose for it,
17 but I think we had a discussion about it, and as a result --
18 I would have been the one who initiated the conversation and
19 asked Mr. Wadlow to put his -- to put his advice in writing.

20 BY MR. COLE:

21 Q So you asked Mr. Wadlow to prepare this letter?

22 A That is correct.

23 Q And can you state again, please, what you intended
24 to do with the letter once you received it from Mr. Wadlow?

25 A I'm sure that it was shared either with some of

1 the other principals in Reading Broadcasting or it was
2 shared with Meridian Bank or some of the other financial
3 institutions I was working with.

4 This letter came to me in February and you will
5 notice that Exhibit -- your Exhibit 52, which I believe is
6 Reading's application, I'm not sure of the exact date it was
7 filed. It was -- one of the signatures is in June, so it
8 was around -- it was prior to that that led up to that. The
9 letter is addressed to me at Reading Broadcasting, Inc., so
10 that all fits together.

11 Specifically, I don't recall the exact reason but
12 I believe it had to do with our disclosures both in that
13 application and in dealing with our financial -- financial
14 disclosures.

15 Q To the Bankruptcy Court?

16 A Well, not necessarily the Bankruptcy Court because
17 I think we looked at the disclosure statement. But I was
18 negotiating with several other parties. As an example, I
19 was dealing with Legg Mason, and I was dealing with Meridian
20 Bank. I was dealing with several other parties in terms of
21 raising capital to bring this company out of bankruptcy.
22 And I remember in Legg Mason's case, they literally came in
23 and went through the entire Reading Broadcasting business
24 plan, backgrounds of people, where things were at the
25 Commission, my own previous disclosures. There were a lot

1 of people asking a lot of questions. And this is one of the
2 questions that came up.

3 Q When you say "this is one of the questions," could
4 you be more specific as to what you're referring to?

5 A Well, how the San Bernardino case specifically
6 affected me, and I think Mr. Wadlow's advice in writing was
7 taken in terms of how we disclosed things and how we had
8 dealt with it previously and after that time.

9 Q Do you recall being in a hurry to get this letter
10 from Mr. Wadlow?

11 A Like I say, I don't really recall specifically the
12 conversation, and no, I don't recall being in a hurry.

13 Q Did you receive the letter on or about February
14 18th, 1991, that is, the date of the letter?

15 A Well, that's when it's dated. I'm sure I received
16 it some time around then.

17 Q When you received it, did you read it?

18 A I'm sure I did.

19 Q Did you believe that it was accurate?

20 A I do, did then.

21 Q Mr. Parker, let me refer you to the third
22 paragraph of Mr. Wadlow's letter on the first page, Exhibit
23 58, page 1, and particularly, the last sentence of that
24 paragraph which states, "However, the ALJ did not find that
25 you had done anything improper or that anything that you had

1 done reflected adversely on you."

2 Do you see that sentence?

3 A Yes, I do.

4 Q Is that sentence accurate, in your view?

5 A In the context of the letter, yes.

6 Q Would you explain what that means, "in the context
7 of that letter, yes"?

8 A Well, I think he has outlined what they found. I
9 think, in terms of that -- taking it in context with that
10 paragraph is as an example, and if you take my own testimony
11 today, it all fits together.

12 Q Do you have a copy of the black folder?

13 A Yes.

14 Q Go to Document No. 2, please, which is the initial
15 decision of Judge Gonzales, the ALJ.

16 A I'm sorry, but --

17 Q Tab No. 2.

18 THE WITNESS: Could we take a break right now? I
19 need to go to the men's room.

20 JUDGE SIPPEL: Oh, sure. Absolutely.

21 Sorry, we're going to have to take a break.

22 (Whereupon, a recess was taken.)

23 JUDGE SIPPEL: Please be seated.

24 I was again on the phone following what's going on
25 with these redactions.

1 Well, first, I'll give you some information on the
2 policy issue. I think that our office administrator is
3 contacting the building engineer and they are going to work
4 on this mechanism some time on Friday and hope to clear the
5 noise up, but I can't give you any guarantee on that.

6 What I can tell you is that by 11:00 tomorrow I am
7 going to get an unredacted version of all of these billing
8 statements, and I'm going to make the cut as to whether or
9 not what you got is responsive, is sufficiently responsive
10 to the added Adams issue, that is, information relevant to
11 the Adams added issue.

12 All right? So you will know, you should know by
13 the end of the day one way or the other.

14 MR. SOUTHERN: Thank you, Your Honor.

15 JUDGE SIPPEL: And we're going to start at 9:30
16 tomorrow morning with Ms. Friedman.

17 And how are we doing with Mr. Parker?

18 MR. COLE: We're doing fine. No problem.

19 BY MR. COLE:

20 Q Mr. Parker, before the break we were looking at
21 Mr. Wadlow's letter, which is Adams Exhibit 58.

22 A Yes.

23 Q And I'd like you to refer, please, or have
24 available to you Adams Document No. 2, particularly page 7.
25 Adams Document No. 2 is the initial decision of Judge

1 Gonzales in the San Bernardino decision.

2 Now, let me retrace some of my steps just to make sure
3 the record is clear.

4 Referring to Mr. Wadlow's letter, third paragraph
5 of that letter, last sentence reads, "However, the ALJ did
6 not find that you had done anything improper or that
7 anything that you had done reflected adversely on you."

8 Is that correct?

9 A That's what it says.

10 Q And I asked you whether you viewed that as an
11 accurate statement and you said it was an accurate statement
12 in your view; is that correct?

13 A That is correct.

14 Q Now, let me refer you to paragraph 60 on page 7 of
15 Judge Gonzales's opinion, Document No. 2. The first
16 sentence of that reads, "The evidence of record requires a
17 negative finding --

18 A Where are you? What document are you on?

19 Q Document 2, the initial decision.

20 A Document 2? I've got Exhibits --

21 Q In the black folder.

22 A Oh, the black folder. I'm sorry.

23 Q The black folder is documents for --

24 A Okay, Document No. 2. Okay.

25 Q Page 7.

1 A Page 7.

2 JUDGE SIPPEL: Just for your information, all of
3 these documents in this folder I have taken official notice
4 of, meaning that they can be referred to in the same way as
5 evidence, but they are not received in evidence as exhibits.
6 I don't know if it clarifies it for you but it is part of
7 the case, so let's go.

8 THE WITNESS: Okay.

9 BY MR. COLE:

10 Q Page 7?

11 A Yes.

12 Q Are you with me? Paragraph 60.

13 A Paragraph 60, yes.

14 Q First sentence of that reads, "The evidence of
15 record requires a negative finding against SBBLP on the real
16 party in interest issue, mandating SBBLP's
17 disqualification."

18 Is that correct?

19 A Yes.

20 Q In light of that, how can you say that Mr.
21 Wadlow's statement that the ALJ did not find that you had
22 done anything improper or that anything that you had done
23 reflected adversely on you is consistent with the ALJ's
24 opinion?

25 A I guess, I testified previously the way it was

1 explained to me by counsel and I relied upon counsel,
2 certainly Mr. Wadlow discussed it, not just the letter, but
3 we had a long discussion of it, was -- at various times, not
4 just for this letter -- was the fact that Ms. Van Osdale was
5 the applicant. She didn't report me. She didn't get the
6 integration credit. I didn't have an interest in the
7 application, wasn't getting any -- I didn't have any hidden
8 thing, there was no showing that I was being paid under the
9 table or anything else, and that their opinion was that, as
10 he states, and I think the real emphasis of his letter is in
11 the next paragraph where he talks about the FCC and the
12 outgrowth from this case was that they didn't think I had
13 any qualifications problem with the FCC or its licensees.

14 And I don't see in here where what you've just
15 read to me says Mike Parker had a problem. It said the
16 applicant had a problem in that they didn't disclose me.
17 That's how I read it.

18 Q But am I not correct, Mr. Parker, that Judge
19 Gonzales also found that you yourself prepared the
20 application?

21 And for point of reference I refer you to
22 paragraph 57 of the initial decision, the first sentence
23 which reads, "The evidence of record demonstrates that Ms.
24 Van Osdale with a last minute recruit to the SBBLP
25 application, which Mr. Parker prepared, sponsored and

1 controlled."

2 A That's what it says.

3 Your interpretation is one way; mine's another.

4 That's --

5 Q So you do not believe that Judge Gonzales's
6 decision, that Judge Gonzales in his decision found that you
7 had done anything improper; am I correct?

8 A Well, that's clear Mr. Wadlow's opinion. That's
9 what he states in his letter, and the fact I relied upon
10 that. You know, I can read the statement as well. He
11 clearly wasn't happy with the way the application proceeded,
12 but you are characterizing it one way. Mr. Wadlow
13 characterized it another. You guys have got an attorney
14 conflict. I took his advice.

15 And the reality is then in 10 years this is the
16 first time this issue has been at all important.

17 Q Mr. Parker, let me ask that question again.

18 Am I correct that you do not believe that Judge
19 Gonzales found that you had done anything improper?

20 MR. HUTTON: Objection; asked and answered.

21 MR. COLE: Well, Your Honor, Mr. Parker --

22 JUDGE SIPPEL: This is cross-examination. I'm
23 going to permit this.

24 BY MR. COLE:

25 Q And you can answer that question with a yes or a

1 no, Mr. Parker.

2 A Say it again.

3 Q Do you believe Judge Gonzales did not find that
4 you had done anything improper in his initial decision in
5 the San Bernardino proceeding?

6 (Pause.)

7 A I suppose looking back on it now, studying every
8 word of the judge's decision, you could make the case that
9 he said I had done something improper.

10 Clearly, my belief is that, and the advice I had
11 from all counsel was that in fact that went to the extent
12 that I was too involved in the preparation and it wasn't
13 disclosed, and that the impropriety was done by Ms. Van
14 Osdale by not disclosing it; and that clearly the advice to
15 me was that he had found that I hadn't done anything
16 improper.

17 So did I do anything improper? I don't believe
18 so.

19 Q Why did you not refer to yourself in your role in
20 the application when you prepared the SBBLP application?

21 A I clearly believed Ms. Van Osdale, be the general
22 manager or the general partner of a limited partnership. I
23 went with her and discussed it with a number of limited
24 partners who were her friends, belonged to the same country
25 club with her, people I had never met before that clearly

1 knew her, they chose to invest in the project.

2 She fired me and that, you know, clearly when an
3 \$850,000 settlement came in, those monies were allocated in
4 accordance with the partnership documents. Clearly, I
5 believed what I was doing was proper. The ALJ believed that
6 what I did was too all-encompassing and that she was not
7 the, if you will, the main person, and therefore she didn't
8 get integration credit.

9 MR. COLE: Your Honor, I move to strike that
10 response as being completely nonresponsive, and I would like
11 to ask the question again.

12 JUDGE SIPPEL: Well, I'm going to let the answer
13 remain as it is. I will certainly assign the appropriate
14 weight to it if it's cited to me. But you may ask the
15 question again.

16 BY MR. COLE:

17 Q Mr. Parker, in preparing the SBBLP application,
18 why did you yourself not disclose your involvement in SBBLP?

19 A I didn't think it was necessary. In fact, it
20 never probably even occurred to me. I thought I was acting
21 as a consultant doing what I should be doing, and still
22 believe I acted properly.

23 Q So the failure to disclose was yours, not Ms. Van
24 Osdale's; isn't that correct?

25 A Yes. Ms. Van Osdale signed that application

1 believing she was the general partner, I believed she was
2 the general partner. I believed what she signed and was
3 prepared for her was accurate. And I don't think there is
4 any finding that I didn't believe it to be accurate.

5 Q You indicated, Mr. Parker, that in addition to the
6 February 18, 1991, letter from Mr. Wadlow, you had received
7 oral advice from Mr. Wadlow concerning the effect of the San
8 Bernardino proceeding on your qualifications.

9 Do you recall that testimony?

10 A Yes.

11 Q About how often did you do that?

12 A Oh, I don't recall. We talk back and forth.

13 Q About how many times?

14 A I don't have any recall of how many times.

15 Q When did they occur, these conversations?

16 A Well, clearly, the conversation leading up to this
17 letter, but I over the years have talked about this case
18 with Mr. Wadlow on occasion.

19 But when specifically, I don't have any recall.

20 Q Did you ever discuss Mount Baker Broadcasting with
21 Mr. Wadlow in connection with its potential impact on your
22 qualifications?

23 A I believe so. I believe that he prepared the
24 statement that went into the West Coast United application
25 which is one of your exhibits, I believe, and I think I

1 plagiarized that on various occasions.

2 Q Okay, now, moving along to my last subject matter
3 area -- oh, wait, I do have one last thing. I'm sorry.

4 As a businessperson, are you familiar with the
5 business concept of the formal opinion letter from a law
6 firm?

7 A I am aware of legal opinions, yes.

8 Q Did you view Mr. Wadlow's February 18 letter to be
9 a formal opinion letter from Sidley & Austin?

10 A I don't believe so, no.

11 Q But did you use it -- strike that.

12 Did you present it to third parties as if it were
13 a formal opinion letter?

14 A Well, I believe it is an opinion letter, but I
15 believe it to be Mr. Wadlow's opinion rather than Sidley &
16 Austin.

17 Q Do you know why Mr. Wadlow, and I refer you again
18 to Exhibit 58, why Mr. Wadlow referred in his letter to "our
19 opinion" in the first sentence of the letter and in the
20 first sentence of the third paragraph?

21 MR. HUTTON: Objection. He's asking for the
22 witness to testify as to Mr. Wadlow's state of mind.

23 MR. COLE: If he knows.

24 JUDGE SIPPEL: I'm going to overrule the
25 objection.

1 THE WITNESS: I don't know.

2 BY MR. COLE:

3 Q Did you ask Mr. Wadlow to give you a letter which
4 would look like an opinion letter?

5 A Well, as I stated, I don't recall even the
6 significance of the -- or the facts of the conversation
7 other than we talked and I asked him to put his opinion in
8 writing.

9 Q But did you --

10 A But did I ask him for something that looked like
11 an opinion letter, no. If I wanted a formal opinion letter
12 as such for some purpose, I would have asked for it.

13 Q But you did ask him to give you an opinion letter,
14 did you not?

15 A I asked me to give it to me in writing, yes, his
16 opinion. That's what I got.

17 JUDGE SIPPEL: Are you got to move to another
18 area?

19 MR. COLE: Yes, I'm moving right now, Your Honor.
20 Do you want to question on this before I move?

21 JUDGE SIPPEL: If I might.

22 MR. COLE: Oh, absolutely.

23 JUDGE SIPPEL: When you called -- we had that
24 established anyway. It was you that called Mr. Wadlow, and
25 you understand it was a very short turnaround time in terms

1 of that call and him coming up with this letter?

2 THE WITNESS: That's probably accurate, Your
3 Honor, because if I had a request from somebody like a bank
4 or something on this issue, and I called him, then I asked
5 for his opinion in writing, it would have been short.

6 JUDGE SIPPEL: Now, so there was something
7 happening that prompted you to call him and you needed a
8 quick turnaround; is that right?

9 THE WITNESS: I'm sure that was the case.

10 JUDGE SIPPEL: You mentioned Legg Mason --=

11 THE WITNESS: Yeah.

12 JUDGE SIPPEL: -- and some of these people that do
13 this kind of stuff.

14 So I'm assuming that you must have told this to
15 Mr. Wadlow, I need this letter because I've got some people
16 back here that need something.

17 THE WITNESS: Mm-hmm.

18 JUDGE SIPPEL: Right?

19 THE WITNESS: Mm-hmm.

20 JUDGE SIPPEL: All right, now, did you -- can you
21 recall whether or not you asked him, said, "Say, can you
22 give me something in writing that I can tell these people
23 that the administrative law judge didn't really find
24 anything wrong with me"?

25 THE WITNESS: No, I wouldn't have put it that way

1 because really --

2 JUDGE SIPPEL: Or something like that?

3 THE WITNESS: I would have said that -- I would
4 have said the FCC.

5 JUDGE SIPPEL: You would have said the FCC?

6 THE WITNESS: Yeah, the detail he's got in here.

7 JUDGE SIPPEL: There is not much detail.

8 THE WITNESS: Well, in terms of the ALJ's opinion
9 versus the FCC, when I deal with it, it's how does the
10 Commission look at the --

11 JUDGE SIPPEL: All right, I know this is what --
12 but I'm asking -- to me this sounds like something that came
13 up as a business thing. It was really a business thing.
14 Something in business, you need this for a business reason.
15 You need it on a relative short notice.

16 THE WITNESS: Okay.

17 JUDGE SIPPEL: And somebody was raising questions
18 with you --

19 THE WITNESS: Yes.-

20 JUDGE SIPPEL: -- that you wanted resolved?

21 THE WITNESS: Yes.

22 JUDGE SIPPEL: I mean, I think you've pretty much
23 told us that, that somebody -- somebody at Legg Mason or one
24 of these fancy banking outfits went and looked at maybe some
25 of Judge Gonzales's decision, and had some kind of problems.

1 THE WITNESS: Probably had questions, and --

2 JUDGE SIPPEL: All right. Questions, questions,
3 yes, that's fair. That's fair.

4 THE WITNESS: Questions, and because both Legg
5 Mason and -- the people I were dealing with, Meridian Bank,
6 made the settlement with Reading Broadcasting, and went on
7 and took a major reduction in the amount they were owed and
8 became the lender in the -- actually Legg Mason attempted to
9 put together several financial deals. So after the did
10 their due diligence, they didn't say we don't want to have
11 anything to do with you, they did just the opposite.

12 And I can tell you everything in Clark Wadlow's
13 letter that I got on short notice, which is true, I called
14 and talked, I asked for it and got it, he had been advising
15 me for some time the same identical advice, and he was
16 involved, or Sidley & Austin had another client in San
17 Bernardino case, and maybe I didn't make it clear when I was
18 talking about I had an attorney yes, when I set in the
19 hearing room and testified, but I didn't have an attorney
20 that was a party to the proceedings.

21 And Sidley & Austin had a client who was a party,
22 so they set through all the hearings, went through the
23 review board's decision, went through the final decision. I
24 wasn't represented -- I didn't put pleadings in in those
25 cases or anything else. I went and I testified. I was

1 represented there in that portion. But everything that
2 happened after that was amongst the parties.

3 So when I asked for Mr. Wadlow's read on the
4 thing, I did it based on a guy that I knew that had
5 participated in the proceedings along with the 18 other.

6 JUDGE SIPPEL: But you knew, but you knew, I think
7 you just told me that --

8 THE WITNESS: Yeah.

9 JUDGE SIPPEL: -- you knew in advance that this
10 would be his thinking anyway.

11 THE WITNESS: Yes.

12 JUDGE SIPPEL: That it wasn't --

13 THE WITNESS: Absolutely. It wasn't out of the
14 dark.

15 JUDGE SIPPEL: And you would call and say, "By the
16 way, I know that -- would you take the time and reflect on
17 this as a -- you know, as a new issue or something."

18 THE WITNESS: No, I didn't --

19 JUDGE SIPPEL: You knew exactly where he was
20 coming from?

21 THE WITNESS: Absolutely.

22 JUDGE SIPPEL: And you had a business deal that
23 you were trying to push through.

24 THE WITNESS: That's correct.

25 JUDGE SIPPEL: And you needed this because people

1 were raising questions?

2 THE WITNESS: That is correct, and they were our
3 FCC counsel --

4 JUDGE SIPPEL: Right.

5 THE WITNESS: -- on this case for --

6 JUDGE SIPPEL: I'm not asking that question.

7 THE WITNESS: Yeah.

8 JUDGE SIPPEL: But he knew that, didn't he? I
9 mean, Mr. Wadlow knew this.

10 THE WITNESS: Yes. Yes, absolutely.

11 JUDGE SIPPEL: And probably that's why he was able
12 to come back with you so fast.

13 THE WITNESS: Yes, he was.

14 JUDGE SIPPEL: Okay. Now, what makes you say,
15 what prompted you to say, and I think that you -- well,
16 maybe you were responding to a question. I can't
17 characterize it. But you did testify just a short time ago
18 that this was not simply an Austin's letter, this was a
19 personal opinion of Mr. Wadlow's?

20 THE WITNESS: Well, he was --

21 JUDGE SIPPEL: That's what you said, right?

22 THE WITNESS: Yeah. I guess the only --

23 JUDGE SIPPEL: What prompted you to say that?

24 THE WITNESS: Well, the only formal opinions that
25 I have ever had are like when you sell a TV station and they

1 ask for a formal opinion letter. I think where the law firm
2 signs off on it and it goes through the business deal, I
3 think from my standpoint this is -- I asked for him to put
4 his advice in writing that I am relying upon, and what I
5 believe to be correct, and he did so.

6 JUDGE SIPPEL: Well, I'm just curious as to what
7 prompted you to focus on that distinction as it being his
8 letter versus the firm, particularly when he is using terms
9 such as "we were counsel," which is typical with what a
10 partner says in a law firm when it's, you know, your
11 partners. It's a law firm.

12 THE WITNESS: I really don't know the difference
13 other than --

14 JUDGE SIPPEL: Although something promoted you to
15 make the distinction here. That's what I'm trying to get
16 at.

17 THE WITNESS: Well, the only thing I remember is
18 that any opinion letter I've asked for took a lot longer to
19 go through, and other partners had to review it, and sign
20 off on it. I have had formal opinion letters for the sale
21 of TV stations, and those are much more involved, I guess.

22 JUDGE SIPPEL: Okay. I just have one more
23 question.

24 Had you talked with Mr. Wadlow or anybody else
25 from his law firm about this letter in connection with your

1 testifying here today?

2 THE WITNESS: For my testimony and so on?

3 JUDGE SIPPEL: Yes, today.

4 THE WITNESS: No, I have not, sir.

5 JUDGE SIPPEL: You have not?

6 THE WITNESS: No.

7 JUDGE SIPPEL: When is the last time you talked to
8 Mr. Wadlow?

9 THE WITNESS: A year and half or two years ago, I
10 would believe.

11 JUDGE SIPPEL: How about anybody else from the law
12 firm?

13 THE WITNESS: No.

14 JUDGE SIPPEL: No?

15 THE WITNESS: No, not at Sidley & Austin; no, sir.

16 JUDGE SIPPEL: All right, that's all I have.

17 MR. COLE: Your Honor, in light of your colloquy
18 with Mr. Parker, let me distribute this because this may
19 just assist the record somewhat. I'd like to present the
20 witness with a copy of a letter which we obtained during
21 discovery which is three pages in length dated December 31,
22 1991, on the letterhead of Sidley & Austin, addressed to
23 Meridian Bank referencing Reading Broadcasting, Inc., and
24 it's signed on the third page by R. Clark Wadlow on behalf
25 of Sidley & Austin.

1 I guess -- well, let me -- let me mark this for
2 identification if I could as Adams 84.

3 JUDGE SIPPEL: Aren't you more than that? Don't
4 you have more than 84?

5 MR. COLE: We saw something this morning, but I
6 don't think we marked them.

7 JUDGE SIPPEL: All right, that's fine. That's
8 fine. Yeah, that sounds right, 83.

9 Yes, Adams 84 for identification.

10 (The document referred to was
11 marked for identification as
12 Adams Exhibit No. 84.)

13 MR. COLE: And if I might, Your Honor, I would
14 just ask Mr. Parker to take a look at this. And my question
15 to him was does he recognize the document first.

16 JUDGE SIPPEL: Okay, that's fair enough.

17 Would you show it to him?

18 MR. COLE: He has a copy of it.

19 JUDGE SIPPEL: Right. I just found my notes. And
20 you're right, it is 84. Not that I questioned you.

21 MR. COLE: You can question me all you want, Your
22 Honor.

23 JUDGE SIPPEL: It was my ability to find what I
24 had last written. That's just what I was talking about.

25 MR. COLE: Just don't question Mr. Booth.

1 (Laughter.)

2 THE WITNESS: I'm sorry. What was your question?

3 BY MR. COLE:

4 Q My question is, do you recognize this letter?

5 A No.

6 Q You don't recall seeing this letter in connection
7 with the closing on the Meridian Bank --

8 A Oh, I'm sure I did. But the closing on Meridian
9 Bank had about three or four feet of documents. So I mean,
10 I'm sure it was in the box.

11 Q Would you agree that this is a formal opinion
12 letter of the type that you and Judge Sippel were discussing
13 a moment ago?

14 A Appears to be that, yes.

15 MR. COLE: Your Honor, I offer into evidence
16 simply for the purpose of clarification in terms of the term
17 "formal opinion letter" which you and the witness were
18 discussing a little while ago. I believe Mr. Parker
19 indicated a general familiarity with the type of opinion
20 letter more formal in nature in connection with financing or
21 sales transactions involving television stations, and I
22 believe this is that type of document.

23 JUDGE SIPPEL: Any objection?

24 MR. HUTTON: I think I am unclear how this is
25 going to help us resolve the underlying issue.

1 JUDGE SIPPEL: Well, it's limited in scope. It's
2 limited in terms of its utility.

3 Mr. Shook, do you have any problem with this
4 coming in as an exhibit?

5 MR. SHOOK: No, Your Honor.

6 JUDGE SIPPEL: It's going to come in. I'll
7 receive it as Adams No. 84.

8 MR. COLE: Thank you, Your Honor.

9 (The document referred to,
10 previously identified as Adams
11 Exhibit No. 84, was received
12 in evidence.)

13 JUDGE SIPPEL: You know what, I'll be very frank
14 with you. What I'm having -- what's going through my mind
15 is this business about a formal opinion letter. You know
16 there is an opinion and there is an opinion. Lawyers give
17 opinions all the time, and to start making these
18 distinctions, well, it really wasn't an opinion because it
19 wasn't a formal opinion, or it was a view, it wasn't an
20 opinion.

21 The point is, is that you rely on this letter that
22 Mr. Wadlow gave you, didn't you?

23 THE WITNESS: Absolutely.

24 JUDGE SIPPEL: And you asked businesspeople, who
25 have absolutely nothing to do with this case, to rely on it?